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November 22, 1996

David Waddell
Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37201

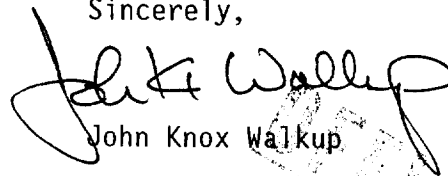
Re: United Telephone-Southeast, Inc. -- Application for Certificate of
Public Convenience and Necessity to Provide InterLATA Interexchange
Telephone Service; Docket No. 96-01235

Dear Mr. Waddell:

Enclosed please find an original and thirteen (13) copies of the Petition
for Reconsideration of AT&T of the South Central States, Inc., which is submitted
for filing in this proceeding.

Copies have been served upon counsel for interested parties.

Sincerely,


John Knox Walkup

JKW:ka
Enclosures

**BEFORE THE TENNESSEE REGULATORY AUTHORITY
AT NASHVILLE**

**IN RE: UNITED TELEPHONE-SOUTHEAST, INC. -- APPLICATION FOR A
CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY TO
PROVIDE INTERLATA INTEREXCHANGE TELPEPHONE SERVICE**

DOCKET NO. 96-01235

**PETITION FOR RECONSIDERATION OF ORDER
REGARDING THE CONDITIONS UNDER WHICH
UNITED TELEPHONE-SOUTHEAST, INC. SHALL BE
APPROVED FOR A CERTIFICATE OF PUBLIC
CONVENIENCE AND NECESSITY**

AT&T Communications of the South Central States, Inc. ("AT&T") petitions this Authority to reconsider its order regarding the conditions under which United Telephone-Southeast, Inc. shall be approved for a Certificate of Public Convenience and Necessity, entered on November 12, 1996, and for cause states as follows:

1. In this petition, AT&T seeks reconsideration of the order entered by the Tennessee Regulatory Authority on November 12, 1996, because that order is not consistent with the motion made and approved by the Authority with respect to this proceeding at its October 15, 1996 conference. AT&T requests that the order be reconsidered and a new order issued that places conditions on United Telephone-Southeast, Inc. as stated in the motion approved by the Authority.

2. On August 9, 1996, United Telephone-Southeast, Inc. ("UTSE" or "United") submitted its Application for a Certificate of Public Convenience and Necessity to provide interLATA interexchange telephone services to end users in the State of Tennessee.

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3. On August 30, 1996, AT&T filed a petition for leave to intervene.

4. On September 10, 1996, AT&T was granted leave to intervene.

5. Following a hearing on September 17, 1996, at which Charles S. (Steve) Parrott testified on behalf of UTSE, and Richard Guepe testified on behalf of AT&T, the matter was set for consideration at a conference of the Tennessee Regulatory Authority on October 15, 1996.

6. During that conference, Director Malone made the following motion with respect to this matter: "I would move that United be required to provide [intraLATA]¹ toll dialing parity in all central offices prior to the approval of United's application. Upon submitting to the Authority and upon being approved by the Authority of a plan, a reasonable plan which sets forth compliance with that, that their application be approved." (Tennessee Regulatory Authority Conference Transcript, at 5-6). The motion was unanimously adopted.

7. In the Order entered on November 12, 1996, the following provisions were included:

"(a) That UTSE shall submit a reasonable plan regarding implementation of One-Plus IntraLATA Presubscription (intraLATA toll dialing parity) with the Authority no later than November 29, 1996, and the Authority shall approve, deny or modify such plan as soon as possible after its submission;

(b) That upon approval of UTSE's plan regarding implementation of intraLATA toll dialing parity, the Application of UTSE for a Certificate of Public Convenience

¹ The transcript of the conference reads "interLATA." In the context of this proceeding, however, "intraLATA" would be the appropriate word rather than "interLATA."

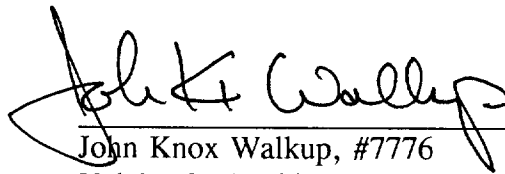
and Necessity to provide interLATA interexchange telephone service is approved." (Order, at 3).

8. The Order entered on November 12 fails to include the requirement stated by Director Malone at the October 15 conference that United be required to provide intraLATA toll dialing parity in all central offices prior to the approval of United's Application.

9. The Tennessee Regulatory Authority should reconsider the order entered in this matter and amend that order to reflect the requirement of intraLATA toll dialing parity in all central offices prior to the approval of United's Application and enter a new order with that requirement.

WHEREFORE, Petitioner prays that:

1. That the order entered on November 12, 1996 be reconsidered;
2. That following reconsideration of that order, a new order be entered that expressly requires United to provide intraLATA toll dialing parity in all central offices prior to the approval of United's Application as set out in the motion of Director Malone at the October 15, 1996 TRA Conference;
3. That such other relief as appropriate be given.



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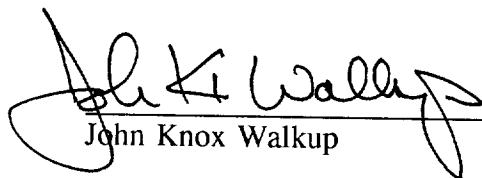
Attorneys for AT&T Communications of the
South Central States, Inc.

CERTIFICATE OF SERVICE

I, John Knox Walkup, hereby certify that a copy of the foregoing Petition has been served on the following parties of record by depositing a copy of the same in U.S. Mail, postage prepaid, addressed to them, this 22nd day of November, 1996.

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John Knox Walkup